

LEBOEUF, LAMB, GREENE & MACRAE

L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

125 WEST 55TH STREET

NEW YORK, NY 10019-5389

March 21, 2003

TO: James Odiorne
Deputy Insurance Commissioner
Company Supervisor

FROM: LeBoeuf, Lamb, Greene & MacRae, L.L.P.

RE: In the Matter of the Application Regarding the Conversion and Acquisition
of Control of Premera Blue Cross and its Affiliates (the "Proposed
Transaction")

The Alaska Division of Insurance has retained various consultants to advise it in its review of the referenced matter. The financial consultants have been asked to prepare reports analyzing, among other things, the fairness of the Proposed Transaction to Alaska policyholders. LeBoeuf, Lamb, Greene & MacRae, L.L.P. has been charged with assisting in the Alaska Division's legal review of the Proposed Transaction and with preparing a report that analyzes, among other things, the Proposed Transaction's compliance with Alaska law. Please be advised that LeBoeuf will be unable to adequately advise the Alaska Division of Insurance in its review of the Proposed Transaction or prepare a useful and meaningful report, until it has had the opportunity to review the reports prepared by the other Alaska consultants.